LATHAM & WATKINS LLP
Miles N. Ruthberg (Bar No. 086742)
miles.ruthberg@lw.com
Pamela S. Palmer (Bar No. 107590)
pamela.palmer@lw.com
633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
Telephone: +1.213.485.1234
Facsimile: +1.213.891.8763

LATHAM & WATKINS LLP
Kimberly Arouh Hicks (Bar No. 163285)
kimberly.hicks@lw.com
Jake Ryan (Bar No. 211899)
jake.ryan@lw.com
600 West Broadway, Suite 1800
San Diego, California 92101-3375
Telephone: +1.619.236.1234
Facsimile: +1.619.696.7419

Attorneys for Defendant
Leap Wireless International, Inc.

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
Keith E. Eggleton (Bar No. 159842)
keggleton@wsgr.com
Diane M. Walters (Bar No. 148136)
dwalters@wsgr.com
650 Page Mill Road
Palo Alto, CA 94304
Telephone: +1.650.493.9300
Facsimile: +1.650.493.6811

Attorneys for Defendants
S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, Mark H. Rachesky, Glenn Umetsu

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, DEAN M. LUVISA, AMIN I. KHALIFA and PRICEWATERHOUSECOOPERS, LLP, Defendants.	CLASS ACTION NO. 07 CV 2245 BTM (NLS) **DEFENDANTS' STATEMENT OF NON-OPPOSITION TO MOTIONS FOR THE CONSOLIDATION OF ALL RELATED ACTIONS, FOR APPOINTMENT AS LEAD PLAINTIFF AND FOR APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL** Judge: Hon. Barry Ted Moskowitz Ctrm: 15 (5th Floor) First Action Filed November 27, 2007 Hearing Date: March 28, 2008 Hearing Time: 11:00 am

CASE CAPTIONS CONTINUED ON NEXT PAGE

DEVAY CAMPBELL, Individually and on behalf of all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA, GLENN UMETSU and DEAN M. LUVISA, Defendants.	CLASS ACTION NO. 07 CV 2297 BTM (NLS)
KENT CARMICHAEL, Individually and on behalf of all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, MARK H. RACHESKY, AMIN I. KHALIFA and DEAN M. LUVISA, Defendants.	CLASS ACTION NO. 08 CV 0128 BTM (NLS)

Defendants Leap Wireless International, Inc., S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, Mark H. Rachesky and Glenn Umetsu (collectively “Defendants”) hereby submit their Statement of Non-Opposition to (1) the New Jersey Carpenters Pension and Benefit Funds’ Motion for Consolidation, Appointment of Lead Plaintiff and Approval of Lead Counsel, and (2) the Motion by Class Members Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C. for the Consolidation of all Related Actions, for Appointment as Lead Plaintiff and for Approval of Lead Plaintiff's Selection of Lead Counsel.

I. CONSOLIDATION

Defendants agree that the above-captioned actions should be consolidated.

II. LEAD PLAINTIFF AND LEAD COUNSEL

Defendants take no position regarding the appropriateness of the moving parties or their counsel for the positions of lead plaintiff and lead counsel, respectively. In taking no position, however, Defendants do not concede that these actions may properly be maintained as a class action and do not waive their right to challenge the standing of the appointed lead plaintiff or the appointed lead plaintiff's ability to adequately represent the class at the appropriate time.

Further, by submitting this Statement of Non-Opposition, Defendants are not indicating agreement with factual or legal contentions in either the New Jersey Carpenters Pension and Benefit Funds' Motion for Consolidation, Appointment of Lead Plaintiff and Approval of Lead Counsel or the Motion by Class Members Westchester Capital Management, Inc. and Green & Smith Investment Management L.L.C. for the Consolidation of All Related Actions, for Appointment as Lead Plaintiff and for Approval of Lead Plaintiff's Selection of Lead Counsel.

Dated: March 14, 2008

Respectfully submitted,

By /s/ Kimberly Arouh Hicks
Kimberly Arouh Hicks (Bar No. 163285)
E-mail: kimberly.hicks@lw.com

LATHAM & WATKINS LLP
Miles N. Ruthberg
Pamela S. Palmer
Kimberly Arouh Hicks
Jake Ryan

633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
Telephone: (213) 485-1234
Facsimile: (213) 891-8763

600 West Broadway, Suite 1800
San Diego, California 92101-3375
Telephone: +1.619.236.1234
Facsimile: +1.619.696.7419

Attorneys for Defendant
Leap Wireless International, Inc.

/ / /

/ / /

/ / /

/ / /

/ / /

Dated: March 14, 2008

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
Keith E. Eggleton
Diane M. Walters

By /s/ Diane M. Walters
Diane M. Walters (Bar No. 148136)
dwalters@wsgr.com

Attorneys for Defendants
S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa, Mark H. Rachesky and Glenn Umetsu